

DECREE APPROVING ARTICLES OF ACCEPTANCE

Now comes Research Medical Center, a Missouri pro forma decree corporation, and submits to the Court Articles of Acceptance executed on behalf of the corporation by its President and Secretary, together with a petition praying that said Articles of Acceptance be approved as provided in RSMo §355.020-1(2)(d); and the Court, having examined the Articles of Acceptance and being advised in the premises, does now consider, order, adjudge and decree that: (i) the petition of the corporation has been on file in the Clerk's Office of the Court for at least three days following its presentation to the Court; (ii) the Articles of Acceptance come properly within the purview of The General Not For Profit Corporation Law of the State of Missouri; (iii) the Articles of Acceptance are not inconsistent with the Constitution or laws of the United States, or of the State of Missouri; and (iv) the Articles of Acceptance are fully approved as provided in RSMo §355.020-1(2)(d).

Keith P. Bondurant
Circuit Judge

Dated: February 17, 1981

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 23 1981

James E. Smith
Corporation Dept. SECRETARY OF STATE

A TRUE COPY - ATTEST
CIRCUIT COURT OF JACKSON COUNTY, MO.
COURT ADMINISTRATOR'S OFFICE
DEPARTMENT OF JUDICIAL RECORDS
BY H. Smith DCA

No. N00025507.....



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

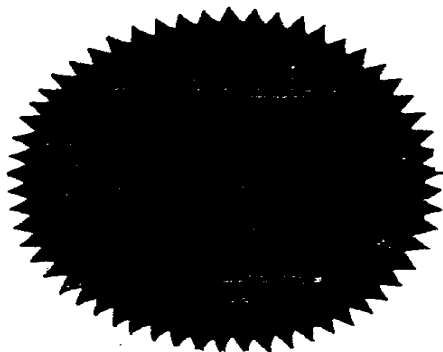
Corporation Division

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS,RESEARCH MEDICAL CENTER.....

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 22nd day of August, 1984.

James C. Kirkpatrick
Secretary of State



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION LAW

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Research Medical Center

2. There are no members, having voting rights with respect to amendments;
(Insert "no" or "some")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. (a) ~~At a meeting of members, at which a quorum was present, held on~~
~~same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present~~
~~or represented by proxy at such meeting, the following amendments were adopted.~~

(b) ~~By a consent in writing signed by two-thirds (2/3) of all the members of the corporation entitled to~~
~~vote with respect thereto, the following amendments were adopted.~~

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on
August 21 1984, same receiving the votes of a majority of the directors then in office, the follow-
ing amendment or amendments were adopted;

4 Article number XV is ~~amended~~ ^{added} to read as follows;

ARTICLE XV

These Articles of Incorporation may be amended in whole or
in part at any regular or special membership meeting of the member(s)
only by the affirmative vote of a majority of the member(s).

(OVER)

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its Assistant Secretary, this 21st day of August, 1984.

(CORPORATE SEAL)

RESEARCH MEDICAL CENTER

(Exact Corporate Title)

By Richard W. Brown
Richard W. Brown, President
Judith A. Vogelsmeier
Judith A. Vogelsmeier, Asst. Secretary

STATE OF MISSOURI
COUNTY OF JACKSON } ss.

I, the undersigned, a Notary Public, do hereby certify that on the 21st day of August, 19 84, Richard W. Brown

(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

E. Joyce Lillikard

My commission expires 11-4-84

FILED AND CERTIFICATE
ISSUED

AUG 22 1984

James C. [Signature]
Commissioner, SECRETARY OF STATE

No. N00025507



STATE OF MISSOURI

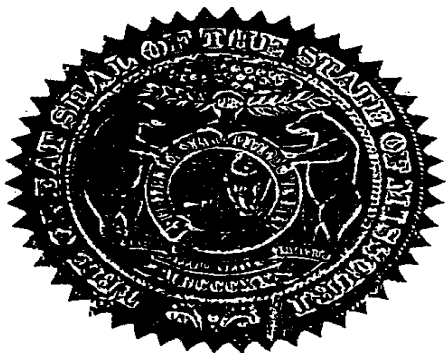
ROY D. BLUNT, Secretary of State
CORPORATION DIVISION

Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, RESEARCH MEDICAL CENTER

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of March, 19 91.

Roy D. Blunt
Secretary of State

STATE OF MISSOURI . . . Office of Secretary of State
ROY D. BLUNT, Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION
(To be submitted in duplicate)

FILED AND CERTIFICATE
ISSUED
MAR 01 1991
Roy D. Blunt
Corporation Dept. SECRETARY OF STATE

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MO 65102

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Research Medical Center.
2. There is one (1) member having voting rights with respect to amendments.
3. By consent in writing signed by the sole member of the corporation entitled to vote with respect thereto, the following amendment or amendments were adopted;
4. Article number XIII is amended to read as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to the sole member of the Corporation in such manner as the Board of Directors shall determine; provided, however, that at that time the sole member qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). If the sole member of the corporation does not then qualify, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed

of by the Circuit Court of the County in the State of Missouri in which the principal office of the corporation is then located, exclusively for the purposes of the corporation in such manner, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its PRESIDENT or VICE PRESIDENT, and its SECRETARY or ASSISTANT SECRETARY, this 28th day of February, 1991.

(Corporate Seal)

RESEARCH MEDICAL CENTER

By Richard W. Brown
Richard W. Brown, President

If no seal, state "none".

Attest:

Julith A. Vogelsmeier
Julith A. Vogelsmeier, Assistant Secretary

State of Missouri)
County of Jackson)

ss.

I, the undersigned, a Notary Public, do hereby certify that on the 28th day of February, 1991, Richard W. Brown personally appeared before me and being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year
before written.

Beverly D Brown
Notary Public

(Notarial Seal)

My commission expires:

BEVERLY D. BROWN
~~Notary Public - State of Missouri~~
Commissioned in Jackson County
My Commission Expires September 3, 1993



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State 1981

SPENCER, FANE, BRITT & BROWNE
ANSWERED
RECEIVED

Corporation Department

N0025507

Certificate of Acceptance of

The General Not For Profit Corporation

WHEREAS, A Missouri Corporation heretofore organized under the name of
RESEARCH MEDICAL CENTER

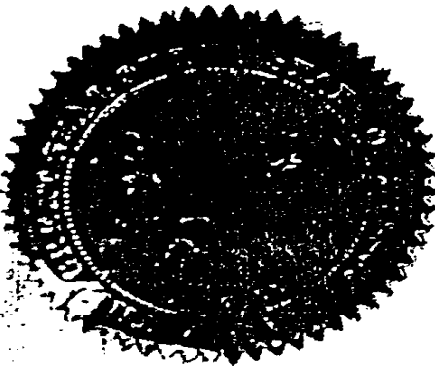
has filed in the office of the Secretary of State, Articles of Acceptance of the General Not For Profit Corporation Law of Missouri as provided by law and has, in all respects, complied with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri by virtue of the authority vested in me, do hereby certify that said corporation has, on the date hereof, under the name of

RESEARCH MEDICAL CENTER

with its Registered Office in Missouri at
2316 East Meyer Blvd., Kansas City 64132

accepted the provisions of the General Not For Profit Law of Missouri and is entitled to all the rights and privileges granted to corporations by the General Not For Profit Corporation Law of Missouri for a term of perpetual years.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 23rd day of February A.D., Nineteen Hundred and Eighty-One

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

1981 FEB -6 AM 11

BY *E. Wynn Presson*

IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI

In the Matter of
RESEARCH MEDICAL CENTER,
a Missouri Pro Forma Decree
Corporation

)
)
)
)
)

No. 147327

APPLICATION FOR APPROVAL
OF
ARTICLES OF ACCEPTANCE

Now comes Research Medical Center, a Missouri pro forma
decree corporation, to submit to the Court the Articles of
Acceptance attached hereto and incorporated herein by
reference, which have been executed on behalf of the corpo-
ration by its President and Secretary pursuant to RSMo
§355.020, for the purpose of accepting, and becoming a
corporation organized under, The General Not For Profit
Corporation Law of the State of Missouri, and to pray for
the Court to issue its order approving said Articles of
Acceptance as provided in RSMo §355.020-1(2) (d).

RESEARCH MEDICAL CENTER

By *E. Wynn Presson*
President

ATTEST:

A. H. Hancock
Secretary



ARTICLES OF ACCEPTANCE
OF
RESEARCH MEDICAL CENTER

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of accepting, and amending its Articles of Association to conform to, The General Not For Profit Corporation Law of the State of Missouri, hereby executes the following Articles of Acceptance:

1. The name of the corporation is Research Medical Center.
2. The following resolutions (the "Resolutions") have been duly recommended by the Board of Directors, and approved by the affirmative vote of a majority of the members:

RESOLVED, that for the purpose of the corporation accepting, and amending its Articles of Association to conform to, The General Not For Profit Corporation Law of the State of Missouri, the Articles of Association shall be amended in their entirety to read as follows:


ARTICLES OF INCORPORATION
OF
RESEARCH MEDICAL CENTER

ARTICLE I

The name of the corporation is Research Medical Center.

ARTICLE II

The period of duration of the corporation is perpetual.



ARTICLE III

The address of its Registered Office in the State of Missouri is 2316 East Meyer Boulevard, Kansas City, Missouri 64132, and the name of its Registered Agent at said address is A. Alan Transue.

ARTICLE IV

The persons who originally petitioned the Circuit Court of Jackson County, Missouri, for a pro forma Decree of Incorporation in 1886, were C. E. Schoellkopf, Carl Spengler, and J. A. Bachman, the then President, Secretary and Treasurer of the corporation, respectively, all of whom have since died.

ARTICLE V

The first Board of Directors from and after the effective date of these Articles of Incorporation shall be twenty-four in number.

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws, except for the number of the first Board of Directors, as set forth in Article V, and, in no event, shall the number of directors of the corporation be less than three. The directors shall be elected in the manner and for the terms provided in the Bylaws.

ARTICLE VII

The corporation may have one or more classes of members. The designation of such class or classes and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

ARTICLE VIII

The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, such activities necessary or appropriate to establish, operate and maintain hospitals, clinics, laboratories and any and all other types of facilities and programs for, or relating to, the study and care of the human mind and body, or any part thereof.

ARTICLE IX

The corporation shall have all of the powers conferred by The General Not For Profit Corporation Law of the State of Missouri, except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VIII.

ARTICLE XI

No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

ARTICLE XIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in the State of Missouri in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and corresponding provisions of any future United States Internal Revenue Law.

FURTHER RESOLVED, that the corporation hereby accepts all of the provisions of The General Not For Profit Corporation Law of the State of Missouri, and shall henceforth for all purposes be deemed to be a corporation organized under The General Not For Profit Corporation Law of the State of Missouri.

3. The Resolutions were adopted by the members of the corporation at a meeting duly held on the 25th day of November, 1980, at which a total of nineteen members were entitled to vote, all of whom voted for the Resolutions.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Acceptance to be executed in its name by its President and attested by its Secretary this 21st day of January, 1981.

RESEARCH MEDICAL CENTER

By

E. Wayne Pressen
President

ATTEST:

A. T. Hamrick
Secretary

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 23 1981

James C. Cain

Corporation Dept. SECRETARY OF STATE

IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI

In the Matter of
RESEARCH MEDICAL CENTER,
a Missouri Pro Forma Decree
Corporation

No. 147327

DECREE APPROVING ARTICLES OF ACCEPTANCE

Now comes Research Medical Center, a Missouri pro forma decree corporation, and submits to the Court Articles of Acceptance executed on behalf of the corporation by its President and Secretary, together with a petition praying that said Articles of Acceptance be approved as provided in RSMo §355.020-1(2)(d); and the Court, having examined the Articles of Acceptance and being advised in the premises, does now consider, order, adjudge and decree that: (i) the petition of the corporation has been on file in the Clerk's Office of the Court for at least three days following its presentation to the Court; (ii) the Articles of Acceptance come properly within the purview of The General Not For Profit Corporation Law of the State of Missouri; (iii) the Articles of Acceptance are not inconsistent with the Constitution or laws of the United States, or of the State of Missouri; and (iv) the Articles of Acceptance are fully approved as provided in RSMo §355.020-1(2)(d).

Keith P. Bondurant
Circuit Judge

Dated: February 17, 1981
FILED AND CERTIFICATE OF
INCORPORATION ISSUED

FEB 23 1981

James E. Smith
Corporation Dept, SECRETARY OF STATE

A TRUE COPY - ATTEST
CIRCUIT COURT OF JACKSON COUNTY, MO.
COURT ADMINISTRATOR'S OFFICE
DEPARTMENT OF JUDICIAL RECORDS

BY H. Irish DCA